

ENTERED

March 08, 2023

Nathan Ochsner, Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISIONIn re FIELDWOOD ENERGY III LLC, *et al.* §
§

Debtors. §

§ CIVIL ACTION NO. 4:21-CV-2201

NORTH AMERICAN SPECIALITY
INSURANCE COMPANY, *et al.* §

§ BANKRUPTCY CASE NO. 20-33948

Appellants. §
§**MEMORANDUM OPINION AND ORDER**

This is a bankruptcy appeal. The Appellants are Swiss Re Corporate Solutions America Insurance Company, formerly known as North American Specialty Insurance Company (“NAS”), Lexon Insurance Company, Ironshore Indemnity Inc., and Ironshore Specialty Insurance Company (collectively, “Lexon”). The Appellees are Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, Fieldwood Energy Inc., GOM Shelf LLC, and FW GOM Pipeline, Inc. The Debtors are Fieldwood Energy LLC and its debtor affiliates.

The Appellants seek to reverse the portion of the Bankruptcy Court’s *Findings of Fact, Conclusions of Law, and Order (1) Confirming Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors, and (2) Granting Related Relief* (the “Confirmation Order”) that pertains to the sale of the Debtor’s oil and gas assets absent certain subrogation rights held by Appellants. *In re Fieldwood Energy LLC*, No. 20-33948

(MI), 2021 WL 2853151 (Bankr. S.D. Tex. June 25, 2021). The Court **AFFIRMS** the bankruptcy court's judgment.¹

I. BACKGROUND

Fieldwood Energy LLC, an oil and gas exploration and production company that operated in the Gulf of Mexico, and its debtor affiliates filed for chapter 11 bankruptcy in 2020. Extensive negotiations with stakeholders, including federal agencies, lenders, and certain predecessor owners, produced a chapter 11 plan (the "Plan"). The Plan outlines a series of transactions, including:

- the sale of certain Debtor assets to a new entity (the "Credit Bid Purchaser") for aggregate consideration of approximately \$1.03 billion (the "Credit Bid Transaction");
- two divisive mergers of Fieldwood Energy LLC after the consummation of the Credit Bid Transaction;
- the cancellation of the Debtors' debt;
- the abandonment of certain Debtor assets;
- the issuance of warrants and new equity at the Credit Bid Purchaser's holding company parent to some of the Debtor's creditors; and
- the merger and dissolution of various Debtor entities. (ROA.5791-93)

¹ Southern District of Texas bankruptcy case number 20-33948. Any docket citations that do not include the case number are from this docket, Southern District of Texas civil action number 4:21-CV-2201.

The Plan was amended several times over the course of negotiations. The subrogation rights of companies that issued surety bonds to the Debtors (the “Sureties”) became a point of contention during the amendment process. Certain Sureties, objecting to the Bankruptcy Court’s exercise of Bankruptcy Code provisions to strip certain subrogation rights against the Credit Bid Purchaser, sought but did not obtain a stay of the Bankruptcy Court’s Confirmation Order. (ROA.18222-18316).

The Bankruptcy Court’s Confirmation Order ultimately provided for the sale of Debtor’s assets to the Credit Bid Purchaser, and the allocation of other Debtor assets to post-merger entities, “free and clear of all Liens, [] Claims, charges, Interests, or other encumbrances”—including the subrogation rights the Sureties sought to preserve. *In re Fieldwood*, 2021 WL 2853151 at *13.

The Confirmation Order further provides:

For the avoidance of doubt, the Non-Apache Sureties shall not be entitled, under any circumstances, to claim a right of subrogation against the Debtors, the Post-Effective Date Debtors, FWE I, any FWE Additional Entity or NewCo and its subsidiaries (including Credit Bid Purchasers), unless such subrogation rights, if any, relate to obligations that both (x) accrue post-Effective Date and (y) arise from post-Effective Date activity and, with respect NewCo and its subsidiaries (including Credit Bid Purchasers), relates to the Credit Bid Acquired Interests.

In re Fieldwood, 2021 WL 2853151 at *38.

The Bankruptcy Court entered its Confirmation Order on June 25, 2021. A number of the transactions outlined in the Plan have been undertaken. (Dkt. 4 at 19-23).

II. BANKRUPTCY APPEALS

Federal district courts have jurisdiction to hear appeals from the “final judgments, orders, and decrees” of bankruptcy judges. 28 U.S.C. § 158(a). An appeal to a district court from the bankruptcy court “shall be taken in the same manner as appeals in civil proceedings generally are taken to the courts of appeals from the district courts[.]” 28 U.S.C. § 158(c)(2). This Court reviews the bankruptcy court’s legal conclusions *de novo* but may only disregard a fact finding made by the bankruptcy court if that fact finding is clearly erroneous. *In re Perry*, 345 F.3d 303, 309 (5th Cir. 2003).

III. ANALYSIS

A. The appeal is statutorily moot.

Appellees argue that Appellants’ challenges to the Confirmation Order are statutorily moot under section 363(m) of the Bankruptcy Code because Appellants failed to obtain a stay of the Confirmation Order pending appeal. 11 U.S.C. § 363(m). (Dkt. 38 at 22-31). In response, Appellants argue that their appeal is not statutorily moot because the sections of the Confirmation Order challenged by Appellants (1) were not integral to the sale of Debtor’s assets, therefore (2) section 363(m) does not apply. (Dkt. 9 at 18-23).² Appellants also argue section 363(m) does not apply because the Credit Bid Purchaser is not a good-faith purchaser under that provision. (Dkt. 36 at 45-46). Alternatively, Appellants argue that this Court can review their challenges to the Confirmation Order

² Appellants initially briefed their arguments regarding mootness in their response to Appellees’ motion to dismiss, then incorporated those arguments by reference into their Appellants’ Brief. (Dkt. 36 at 12-13).

regardless of whether the challenged sections are deemed to have been integral to the sale of Debtor's assets because the Bankruptcy Court's stripping of Appellants' subrogation rights was clearly erroneous. (Dkt. 9 at 14). The Court agrees with Appellees that the appeal is statutorily moot.

Section 363(m) provides that:

The reversal or modification on appeal of an authorization under subsection (b) or (c) of this section of a sale or lease of property does not affect the validity of a sale or lease under such authorization to an entity that purchased or leased such property in good faith, whether or not such entity knew of the pendency of the appeal, unless such authorization and such sale or lease were stayed pending appeal.

11 U.S.C. § 363(m). “Section 363(m) patently protects, from later modification on appeal, an authorized sale where the purchaser acted in good faith and the sale was not stayed pending appeal.” *Gilchrist v. Westscott (In re Gilchrist)*, 891 F.2d 559, 560 (5th Cir.1990). “By providing good faith purchasers with a final order and removing the risks of endless litigation over ownership, Section 363(m) ‘allows bidders to offer fair value for estate property[,]’ which ‘greatly benefits both the debtor and its creditors.’” *Energytec*, 739 F.3d at 219 (5th Cir. 2013) (quoting *Hazelbaker v. Hope Gas, Inc. (In re Rare Earth Minerals)*, 445 F.3d 359, 363 (4th Cir. 2006)).

Under Fifth Circuit law, section 363(m) only applies when the challenged provision is “integral to the sale” of the Debtor's assets. *In re Energytec, Inc.*, 739 F.3d 215, 220 (5th Cir. 2013). In *Energytec*, the Fifth Circuit adopted a sister circuit's standard for determining when a challenged provision is “integral to the sale” of a debtor's assets: when “the provision is so closely linked to the agreement governing the sale that modifying or

reversing the provision would adversely alter the parties' bargained-for exchange." 739 F.3d at 220 (quoting *In re Trism, Inc.*, 328 F.3d 1003, 1007 (8th Cir. 2003)). Thus, because Appellants failed to obtain a stay of the Confirmation Order as required under section 363(m), the question of whether Appellants' challenges to the Plan are statutorily moot hinges upon whether the provisions challenged by Appellants are "integral to the sale" of Debtor's assets. The record reflects this to be the case.

On July 6, 2021, the Bankruptcy Court conducted a hearing regarding the motion for a stay filed by now-Appellants Lexon and NAS, among others. (ROA.18222-18316). During the hearing, the Bankruptcy Court heard testimony from Michael Dane, the Chief Executive Officer of QuarterNorth Energy LLC, one of the entities formed to purchase certain Debtor assets. (ROA.18222-18277). Mr. Dane testified that purchasing Debtor's assets "free and clear" of Appellants' subrogation rights was "paramount to [the Credit Bid Purchaser entities'] consideration of how they would be willing to proceed with purchasing [Debtor's] assets and contributing capital for all purposes of the plan." (ROA.18244). Mr. Dane further testified that making the changes requested by the Sureties would "cause great pause and concern" to the Credit Bid Purchaser entities. (ROA.18245).

The Bankruptcy Court accepted Mr. Dane's testimony and found that "the deal is unlikely to close if we change it, modify our order, and that the cost would be approximately \$350 million to the estate." (ROA.18314). The Court then denied the request for a stay and alternatively set the bond amount at \$350 million if a stay were to be granted on appeal. (ROA.18315). In light of the Bankruptcy Court's express findings, and the size of the bond set by the Bankruptcy Court, the Court finds that the record reflects the

Bankruptcy Court’s clear belief that the provisions challenged by Appellants here were “integral to the sale” of Debtor’s assets.

After reviewing the record, the Court concludes that this finding by the Bankruptcy Court—that the provisions challenged by Appellants here were “integral to the sale” of Debtor’s assets—is not clearly erroneous. “A factual finding is not clearly erroneous if it is plausible in the light of the record read as a whole.” *In re Ramba, Inc.*, 416 F.3d 394, 402 (5th Cir. 2005). The Fifth Circuit has emphasized that, under the “clearly erroneous” standard, this Court “may [not] weigh the evidence anew” and may only set aside the bankruptcy court’s fact findings if it is “left with the definite and firm conviction that a mistake has been committed.” *In re Perry*, 345 F.3d at 309 (quotation marks omitted). For the reasons stated above, the Court finds that the Bankruptcy Court had good cause to accept as valid Mr. Dane’s concerns that a failure to purchase Debtors’ assets free and clear of Appellants’ subrogation claims would jeopardize the sale. The record further reflects the Bankruptcy Court’s belief that the Government would have objected to the Plan had the sale to the Credit Bid Purchaser not been consummated, which would have resulted in the Government “veto[ing] the Plan on an environmental bas[i]s.” (ROA.18012). The Bankruptcy Court’s findings were supported by the record and will not be disturbed on appeal.

The Court also rejects Appellants’ argument that the section 363(m) does not apply because the Credit Bid Purchaser was not a good-faith purchaser under that provision. The Sureties waived that argument by failing to object to the Bankruptcy Court’s findings that the Credit Bid Purchaser was a good-faith purchaser. (ROA.18109-10), *see In re Lothian*

Oil Inc., 650 F.3d 539, 542 (5th Cir. 2011) (argument raised “for the first time on appeal . . . is waived”). In any event, the Bankruptcy Court’s findings that the Credit Bid Purchaser acted in good faith were supported by the record and thus correct as a matter of law.

Appellants’ alternative argument—that even if section 363(m) applies, this Court should review the challenges to the Confirmation Order because the Court’s Confirmation Order itself is clearly erroneous—also fails. Section 363(m) provides the sole process for challenging a confirmation order: obtaining a stay of the ruling before presenting the challenge to a reviewing court. “[A] failure to obtain a stay is fatal to a challenge of a bankruptcy court’s authorization of the sale of property.” *In re Ginther Trusts*, 238 F.3d 686, 689 (5th Cir. 2001). Allowing parties that did not obtain a stay to bring a general clear-error objection to a Confirmation Order would functionally invalidate the stay requirement in section 363(m). The Court cannot countenance this.

Thus, because the provisions challenged by Appellants were “integral to the sale” of Debtor’s assets, and because Appellants failed to obtain a stay of the Confirmation Order, Appellants’ challenges to the Confirmation Order are moot under section 363(m).

B. The appeal is equitably moot.

Appellees argue that Appellant’s challenges to the Confirmation Order are also equitably moot under Fifth Circuit caselaw. (Dkt. 38 at 31-33). Appellants argue that their challenges are not equitably moot because one of the factors of the equitable mootness standard is not met here. (Dkt. 9 at 23-28). The Court agrees with Appellees that the appeal is equitably moot.

The equitable mootness doctrine “allows courts to abstain from appeals of plan confirmation orders, allowing the interrelated web of parties to rely on a final decision.” *Matter of Sneed Shipbuilding, Inc.*, 916 F.3d 405, 408 (5th Cir. 2019) (citation omitted). “For the doctrine of equitable mootness to apply, the Court must determine: (i) whether a stay has been obtained, (ii) whether the plan has been substantially consummated, and (iii) whether the relief requested would affect either the rights of parties not before the court or the success of the plan.” *In re SI Restructuring, Inc.*, 542 F.3d 131, 136 (5th Cir. 2008) (citation and internal quotation marks omitted). Appellants have conceded the first two factors—*i.e.*, that a stay has not been obtained and that the Plan has been substantially consummated. (Dkt. 9 at 25-27). Thus, the question of whether Appellants’ challenges to the Plan are equitably moot hinges upon whether Appellants’ requested relief “would affect the rights of parties not before the court or the success of the plan.” *Id.*

The Fifth Circuit has found that requested relief would affect the rights of parties not before the court when “transactions have been . . . consummated by parties in reliance on the fact that the Plan has been implemented and no stay sought.” *Matter of Ultra Petroleum Corp.*, No. 21-20049, 2022 WL 989389, at *4 (5th Cir. Apr. 1, 2022). The Fifth Circuit has also found that the final prong of the equitable mootness analysis is met when the requested relief would “have a far-reaching impact,” when “it would be difficult to maintain anything resembling the status quo” if the requested relief were granted, and if the requested relief “would affect numerous complex financial transactions.” *In re ASARCO L.L.C.*, 401 F. App’x 914, 917 (5th Cir. 2010).

The Court finds that granting Appellants' requested relief would affect both the rights of parties not before the Court and the success of the Plan. As discussed above, the Bankruptcy Court made clear findings that modifying the Confirmation Order as requested by the Sureties would likely have jeopardized the sale of the Debtors' assets, which in turn could have caused the Government to exercise its "veto" of the Plan on environmental grounds. *See supra*. Thus, an attempt to modify the Plan at this stage would present a grave threat to the success of the Plan—indeed, it could unravel the Plan entirely.

Furthermore, it logically follows that, because (1) a stay of the Confirmation Order was not obtained and (2) the Plan has been substantially consummated, the rights of parties not before the Court who have relied on the terms of Plan would be affected by an action that could jeopardize the Plan. *See In re Blast Energy Servs., Inc.*, 593 F.3d 418, 424 (5th Cir. 2010) (“[I]f no stay has been obtained and the plan has been substantially consummated, the more likely the third prong indicates equitable mootness.”).

Thus, because (1) Appellants failed to obtain a stay, (2) the Plan has been substantially consummated, and (3) Appellants requested relief would affect the rights of parties not before the Court and the success of the Plan, Appellants' challenges to the Plan are equitably moot.

IV. CONCLUSION

The Court **AFFIRMS** the Bankruptcy Court's judgment.

SIGNED at Houston, Texas, on March 7, 2023.



GEORGE C. HANKS, JR.
UNITED STATES DISTRICT JUDGE

United States Bankruptcy Court
Southern District of Texas

In re:
Fieldwood Energy LLC
The Official Committee of Unsecured Cred
Debtors

Case No. 20-33948-mi
Chapter 11

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cr + Walter Oil & Gas Corporation, c/o Looper Goodwine P.C., 650 Poydras Street, Suite 2400, Attn: Paul J. Goodwine New Orleans, LA 70130-6171

cr + West Cameron Dehydration Company, L.L.C., 1300 Main Street, Houston, TX 77002-6803

cr + Westerngeco LLC, c/o Andrew A Braun, Gieger Laborde & Laperouse, LLC, Suite 4800, 701 Poydras Street, New Orleans, LA 70139 US 70139-7756

br + XCLAIM Inc., XCLAIM Inc., 2261 Market Street #4385, San Francisco, CA 94114-1612

cr + Zurich American Insurance Company, c/o Duane Brescia, 720 Brazos Street, Suite 700, Austin, TX 78701-2531

TOTAL: 100

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: bnkatty@aldineisd.org	Mar 08 2023 20:08:00	Aldine ISD, Legal Department, 2520 WWThorne Dr., Houston, TX 77073-3406
cr	Email/PDF: bncnotices@becket-lee.com	Mar 08 2023 20:12:47	American Express National Bank, c/o Becket and Lee LLP, PO Box 3001, Malvern, PA 19355-0701
cr	+ Email/Text: mvaldez@pbfc.com	Mar 08 2023 20:08:00	Anahuac Independent School District, c/o Owen M. Sonik, 1235 North Loop West, Houston, TX 77008-1758
cr	+ Email/Text: SPECK@LAWLA.COM	Mar 08 2023 20:08:00	Atlantic Maritime Services, LLC, c/o Stewart F. Peck, Lugenbuhl Wheaton Peck Rankin & Hubbard, 601 Poydras Street, Suite 2775, New Orleans, LA 70130, UNITED STATES 70130-6041
cr	Email/Text: toriet@broussardbrothers.com	Mar 08 2023 20:08:00	Broussard Brothers, Inc., 501 S. Main St., Abbeville, LA 70510, US
cr	+ Email/Text: mvaldez@pbfc.com	Mar 08 2023 20:08:00	Bay City Independent School District, c/o Owen M. Sonik, 1235 North Loop West Suite 600, Houston, TX 77008-1772
cr	Email/Text: houston_bankruptcy@LGBS.com	Mar 08 2023 20:08:00	Cypress-Fairbanks ISD, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064, Houston, Tx 77253-3064
cr	+ Email/Text: BKADDEN@LAWLA.COM	Mar 08 2023 20:08:00	Deligans Valves, Inc., c/o Benjamin W. Kadden, Lugenbuhl Wheaton Peck Rankin & Hubbard, 601 Poydras Street, Suite 2775, New Orleans, LA 70130-6041
cr	+ Email/Text: mvaldez@pbfc.com	Mar 08 2023 20:08:00	Dickinson Independent School District, c/o Owen M. Sonik, 1235 North Loop West Suite 600, Houston, TX 77008-1772
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	Discovery Gas Transmission LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
cr	Email/Text: houston_bankruptcy@LGBS.com	Mar 08 2023 20:08:00	Galveston County, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	Gulfstar One LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
cr	Email/Text: houston_bankruptcy@LGBS.com	Mar 08 2023 20:08:00	Harris County, Linebarger Goggan Blair & Sampson LLP, C/O John P. Dillman, PO Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: BKADDEN@LAWLA.COM		

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		Mar 08 2023 20:08:00	Heartland Compression Services, L.L.C., c/o Benjamin W. Kadden, Lugenbuhl Wheaton Peck Rankin & Hubbard, 601 Poydras Street, Suite 2775, New Orleans, LA 70130-6041
intp	+ Email/Text: bruzinsky@jw.com	Mar 08 2023 20:08:00	Jackson Walker LLP, c/o Bruce J. Ruzinsky, 1401 McKinney Street, Suite 1900, Houston, TX 77010-1900
cr	Email/Text: houston_bankruptcy@LGBS.com	Mar 08 2023 20:08:00	Jefferson County, Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Mar 08 2023 20:08:00	Matagorda County, Linebarger Goggan Blair & Sampson LLP, c/o John P. Dillman, Post Office Box 3064, Houston, TX 77253-3064
op	Email/Text: EBN@primeclerk.com	Mar 08 2023 20:08:00	Kroll Restructuring Administration LLC, (f/k/a Prime Clerk LLC), 55 East 52nd Street, 17th Floor, New York, NY 10055
op	Email/Text: EBN@primeclerk.com	Mar 08 2023 20:08:00	Prime Clerk LLC, One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, NY 10165
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	Performance Energy Services, LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
intp	Email/Text: bcd@oag.texas.gov	Mar 08 2023 20:08:00	Railroad Commission of Texas, c/o Office of the Attorney General, Bankruptcy & Collections Division, P. O. Box 12548, Austin, TX 78711-2548
cr	Email/Text: ar@supremeservices.com	Mar 08 2023 20:08:00	Supreme Service & Specialty Co. Inc., Attn: Freddy Bourgeois, 204 Industrial Ave. C, Houma, LA 70363
cr	+ Email/Text: mvaldez@pbfc.com	Mar 08 2023 20:08:00	Sheldon Independent School District, c/o Owen M. Sonk, PBFCM, LLP, 1235 N. Loop W., Suite 600, Houston, TX 77008-1772
cr	+ Email/Text: mvaldez@pbfc.com	Mar 08 2023 20:08:00	Sheldon Independent School District, et al, c/o Owen M. Sonik, PBFCM, LLP, 1235 N. Loop W., Ste 600, Houston, TX 77008-1772
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	Targa Liquids Marketing and Trade, LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	Targa Midstream Services, LLC, c/o Steven W. Soule, Hall Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
intp	Email/Text: bcd@oag.texas.gov	Mar 08 2023 20:08:00	Texas General Land Office, c/o Office of the Attorney General, Bankruptcy & Collections Division, P. O. Box 12548 MC-008, Austin, TX 78711-2548
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	Transcontinental Gas Pipe Line Company, LLC, c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
cr	+ Email/Text: n.gault@trendsetterengineering.com	Mar 08 2023 20:08:00	Trendsetter Engineering, Inc., 10430 Rodgers Road, Houston, TX 77070, UNITED STATES 77070-1642
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	Venice Energy Services Company, L.L.C., c/o Steven W. Soule, Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	WFS Liquids LLC, c/o Steven W. Soule', Hall, Estill, et al., 320 South Boston Avenue, Suite 200, Tulsa, OK 74103-3705
cr	+ Email/Text: ssoule@hallestill.com	Mar 08 2023 20:08:00	Williams Field Services-Gulf Coast Company LLC, c/o Steven W. Soule, Hall, Estill, et al., 320

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Total Noticed: 131

South Boston Avenue, Suite 200, Tulsa, OK
74103-3705

TOTAL: 32

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
db		Fieldwood Energy III LLC
db		Plan Administrator and Certain Post-Effective Date
cr		2M Oilfield Group Inc.
cr		A-Port LLC
cr		AGGREKO, LLC
cr		AGI Industries Inc
cr		AGI Packaged Pump Systems
cr		Acadian Contractors, Inc
cr		Ad Hoc Group of Secured Lenders
cr		Anadarko E&P Company
cr		Anadarko Petroleum Corp.
cr		Anadarko U.S. Offshore LLC
cr		Archrock Partners Operating, LLC and Archrock Serv
cr		Berkley Insurance Company
cr		Brian Cloyd
cr		Burlington Resources Offshore
cr		CCG Services (U.S.) Inc.
cr		CGG Services (U.S.) Inc.
cr		CNOOC Petroleum Offshore U.S.A. Inc.
cr		CTD Legacy LLC
intp		Cantor Fitzgerald Securities, as DIP Agent
cr		Chevron U.S.A. Inc.
cr		Cortland Capital Market Services LLC
cr		Cox Oil, LLC, Cox Operating LLC, Energy XXI GOM, L
op		David M. Dunn, as Plan Administrator
cr		Deep Sea Development Services, Inc., 19219 Katy Freeway, Suite 260, Houston, UNITED STATES
cr		Derrick Daniels
cr		Diamond Oil Field Supply Inc
cr		Diverse Safety & Scaffolding, LLC
intp		Ecopetrol America LLC
cr		Ecopetrol America LLC
cr		Edward C Stengel
cr		Edward Randall, Individually and as Representative
intp		Eni Petroleum US LLC
intp		Eni US Operating Co. Inc.
cr		Enterprise Gas Processing, LLC
cr		ExxonMobil Corporation
intp		Facilities Consulting Group, LLC
cr		Florida Gas Transmission Company, LLC
cr		Florida Gas Transmission, LLC,
cr		Freeport-McMoRan Oil & Gas LLC
cr		Fugro USA Marine, Inc.
cr		George Canjar
cr		Goldman Sachs Bank USA
cr		HB Rentals, LC
cr		HCC International Insurance Company PLC
cr		HHE Energy Company
cr		Halliburton Energy Services, Inc.
cr		Hess Corporation
cr		Houston Energy Deepwater Ventures I
cr		Hunt Oil Company, Chieftain International (U.S.) L
cr		ITC Global, Inc.
cr		Infinity Valve & Supply LLC

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cr Intracoastal Liquid Mud, Inc., UNITED STATES
 cr Japex (U.S.) Corp.
 cr Jeffrey W Faw
 cr John A Sansbury, Jr
 intp Kilgore Marine
 cr LLOG Energy, L.L.C.
 cr LLOG Exploration Offshore, L.L.C.
 cr Lavaca County
 cr Lewis Andrews
 cr Liberty Mutual Insurance Company
 cr Linear Controls, Inc.
 cr Live Oak CAD
 cr Louisiana Safety Systems, Inc.
 intp Manta Ray Offshore Gathering Company, L.L.C.
 cr Mark Howard Gillespie
 cr Michael Howard Clark
 cr Moodys Investors Service, Inc.
 cr Multiklient Invest AS
 cr NOV Process & Flow Technologies US, Inc.
 cr National Oilwell Varco, L.P.
 intp Nautilus Pipeline Company, L.L.C.
 cr North American Specialty Insurance Company
 cr Oceaneering International Inc.
 cr Oil States Energy Services, LLC
 cr Partco, LLC
 cr Patrick Burnett
 cr Philadelphia Indemnity Insurance Company
 cr Process Piping Materials, Inc.
 intp QuarterNorth Energy LLC and certain of its affilia
 cr R360 Environmental Solutions, LLC
 intp RLI Insurance Company
 cr Renaissance Offshore, LLC
 cr Republic Helicopters, Inc.
 cr Ridgewood Energy Corporation
 cr Rio Grande City CISD
 crcm SLTL Ad Hoc Committee
 cr SM Energy Company
 cr Samson Contour Energy E & P, LLC
 cr Samson Offshore Mapleleaf, LLC
 cr Sea Robin Pipeline Company, LLC
 cr Shell GOM Pipeline Company, LLC
 cr Shell Pipeline, LLC
 cr Sirius America Insurance Company
 cr Sparrows Offshore, LLC
 cr Starr County
 cr State of Louisiana, Department of Natural Resource
 cr Stingray Pipeline Company, LLC
 intp Subsea 7 LLC
 cr Superior Energy Services, L.L.C.
 cr Talos Energy Inc.
 cr Talos Energy LLC
 cr Texaco Inc.
 cr The Hanover Insurance Company
 cr The Louisiana Land & Exploration Company
 crcm The Official Committee of Unsecured Creditors
 cr Toys O'Neil
 cr Travelers Casualty and Surety Company of America
 cr Trunkline Gas Company, LLC
 cr U.S. Department of the Interior
 cr Union Oil Company of California
 cr Unocal Pipeline Company
 cr Valero Marketing and Supply Company
 cc Valero Marketing and Supply Company

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cr		W&T Energy VI, LLC
cr		W&T Offshore, Inc.
cr		Warrior Energy Services Corporation
cr		Welltec, Inc.
cr		Wild Well Control, Inc.
cr		Workstrings International, LLC
cr		XH LLC
cr		XL Specialty Insurance Co
cr		XL Systems, L.P.
cr		XTO Energy, Inc.
cr		XTO Offshore, Inc.
db	*+	Fieldwood Energy Inc., 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
cd	*+	Fieldwood Energy LLC, 2000 W Sam Houston Pkwy S, Suite 1200, Houston, TX 77042-3623
cr	##+	Milorad Raicevic, 3701 Kirby Drive, Suite 1000, Houston, TX 77098-3928

TOTAL: 127 Undeliverable, 2 Duplicate, 1 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 10, 2023

Signature: /s/Gustava Winters